

# **EXHIBIT C**

WOLLMUTH MAHER & DEUTSCH LLP  
500 Fifth Avenue  
New York, New York 10110  
Telephone: 212-382-3300  
*Co-Counsel for the Official Committee of Retirees  
With Life Insurance Benefit*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

---

In re:  
SEARS HOLDINGS CORPORATION, *et al*,  
Debtors.

Case No: 18-23538 (RDD)  
Chapter 11  
(Jointly Administered)

---

**CERTIFICATION OF JAMES N. LAWLOR OF COMPLIANCE OF FINAL  
FEE APPLICATION OF WOLLMUTH MAHER & DEUTSCH LLP AS CO-  
COUNSEL TO OFFICIAL RETIREES COMMITTEE FOR ALLOWANCE OF  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND FOR  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED  
FOR THE PERIOD JULY 9, 2019 THROUGH MAY 13, 2022**

---

I, James N. Lawlor, am a member of Wollmuth Maher & Deutsch LLP (“Applicant”), co-counsel for the Official Committee of Retirees With Life Insurance Benefit (“Retirees Committee”) in the above-captioned chapter 11 cases (collectively, “Cases”) of Sears Holdings Corporation (“Sears”) and its affiliated debtors (collectively, “Debtors”). This certification is made in support of the Applicant’s accompanying Final Fee Application (Application) seeking an Order (i) for final allowance of compensation for professional legal services rendered in the aggregate amount of \$175,000.00, and (ii) for final allowance of reimbursement for actual and necessary expenses incurred in the aggregate amount of \$2,009.47, pursuant to sections 330 and 331 of title 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the

Southern District of New York, the Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (“Interim Compensation Order”) (ECF 796), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (“Amended Guidelines”), the guidelines promulgated by United States Trustee’s Office (“UST Guidelines”) for applications for compensation and reimbursement of expenses filed under 11 U.S.C. §§ 330, the Confirmation Order (as defined in the Application).

I certify that I have read the Application and that, to the best of my knowledge, information and belief formed after reasonable inquiry, (a) the Application and the fees and disbursements sought therein comply or substantially comply with the foregoing rules, the Interim Compensation Order, the Amended Guidelines and the UST Guidelines, (b) the fees and disbursements sought in the Application were billed at rates and in accordance with practices customarily employed by the Applicant and generally accepted by the Applicant’s clients, and (c) in providing a reimbursable service, the Applicant does not make a profit on the service, whether the service is performed by the Applicant in-house or through a third party.

New York, New York  
May 26, 2022

Respectfully submitted,

By: /s/ James N. Lawlor  
James N. Lawlor

WOLLMUTH MAHER & DEUTSCH LLP  
500 Fifth Avenue  
New York, New York 10110  
Telephone: 212-382-3300

*Co-Counsel to the Official Committee of  
Retirees with Life Insurance Benefits of the  
Sears Holdings Corporation, et al.*